# Registering a Domestic For-Profit Corporation

A step-by-step guide to using the Secretary of State's Online Business Filing System

BUSINESS SERVICES

MISSOURI
SECRETARY
OF STATE

This guide is designed to help individuals navigate the Missouri Secretary of State's online business filing system to file a General Business – For-Profit Corporation. Please view our FAQ page with further explanation regarding the difference between domestic and foreign entities.

Please consult an attorney and accountant before filing with our office. Choosing the proper business entity for you and your business is an extremely important decision that must be tailored to every person's unique needs and circumstances. This guide does not provide tax or legal advice. It is only designed to navigate the Missouri Secretary of State's online filing system.

Please give us a call at 1-866-223-6535 or email us at <a href="mailto:corporations@sos.mo.gov">corporations@sos.mo.gov</a> if you have any questions about the registration process.

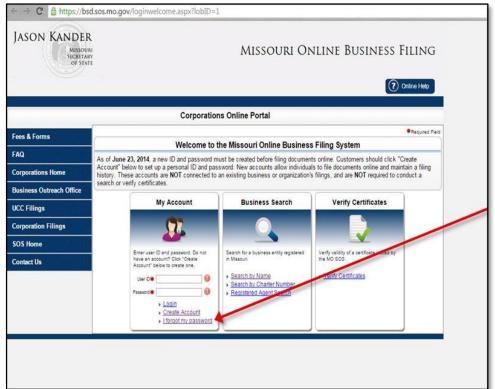
Links to additional business resources are listed on the final page.



Step 1 Go to www.sos.mo.gov.



At the top, under "Business Services," mouse over and select the last option in the drop down menu titled, "Online Business Services."



#### Step 3

Log into the online system. Each user must create an individual account. These accounts are unique and are separate from information associated with a business entity. If you already have an account and know your username and password, type them into the appropriate fields and click "Login."

- If you do not remember your password, select "I forgot my password" and a temporary password will be emailed to you.
- If you do not remember your username, you will need to call our office for assistance at 1-866-223-6535 or create a new account.
- If you do not have an account, click "Create Account" to get started.



# Step 3 (cont.)

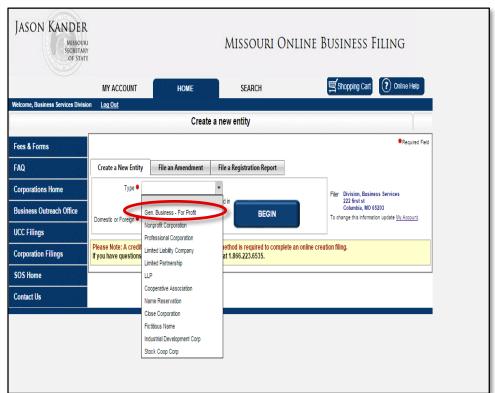
Enter all the appropriate information into the boxes provided.

Check the box stating "I agree to the Terms and Conditions stated above" and click "Create Account".

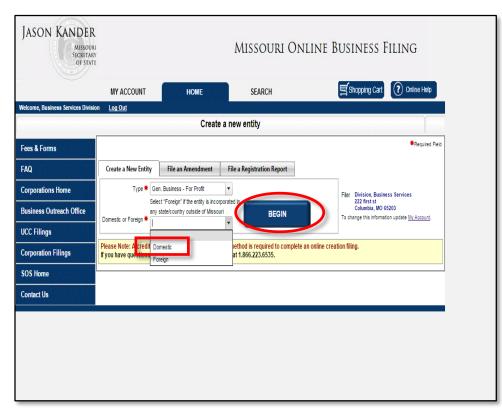


#### Step 4

After you have successfully logged in, you will be directed to the filing "Home" tab. Locate the box titled "Other Business Entities" and click the first option: "Create a Business Entity".



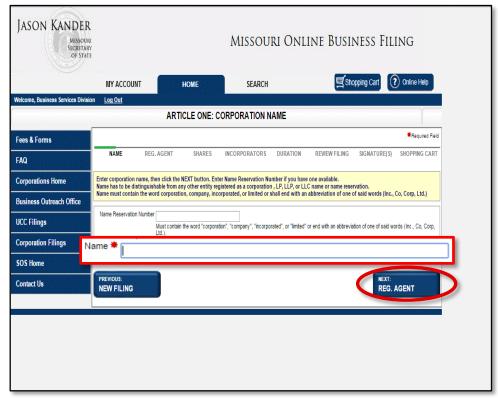
From the "Type" dropdown list, select the first option, "Gen. Business - For Profit".



# Step 6

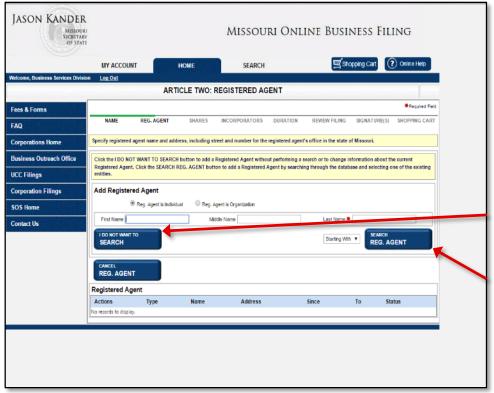
From the "Domestic or Foreign" dropdown menu, select "Domestic". Please view our FAQ page explaining the difference between domestic and foreign entities.

Click "BEGIN".



Next, you will create a legal name for your company.

- Read the instructions in yellow at the top and include "corporation," "company," "incorporated," or "limited" or an abbreviation of one of those words: Inc. Co. Corp. Ltd.
- Above the "Name" field, there is a field titled "Name Reservation Number". If you have previously filed for a name reservation number, you may type it here.
- Once you've chosen your business name, click "REG. AGENT".



#### Step 8

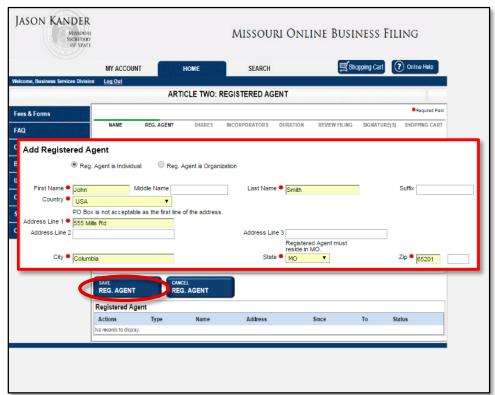
Specify a registered agent.

A registered agent is an individual/organization who receives all notifications of due process for the company.

Read more about registered agents.

- Click "I DO NOT WANT TO SEARCH" to add a Registered Agent without searching.
- Click "SEARCH REG. AGENT" to search the database and selecting a registered agent.

NOTE: A registered agent must consent to being the registered agent for your business.

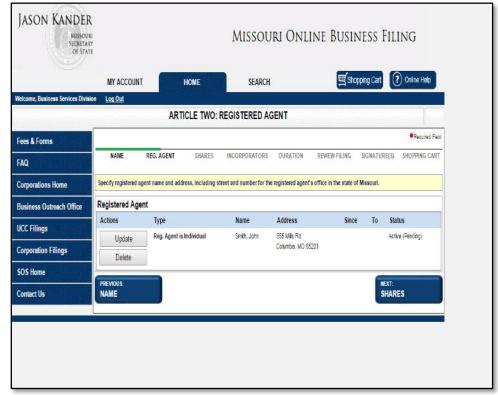


Clicking "I do not want to search" will force you to enter the registered agent's information.

A physical address is required. A PO Box may only be used if a physical address is also provided on line 1.

The use of the physical address of a UPS Store or similar mailing/receiving/forwarding service for the registered agent's address is prohibited.

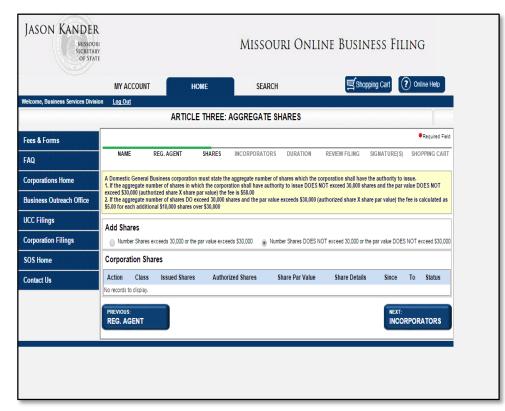
Enter the appropriate information for your registered agent. When finished, click "SAVE REG. AGENT".



#### Step 10

Once saved, you can review and edit the Registered Agent information. From here, you may click "Update" to change the information, or click "Delete" to search for or reenter the Registered Agent information.

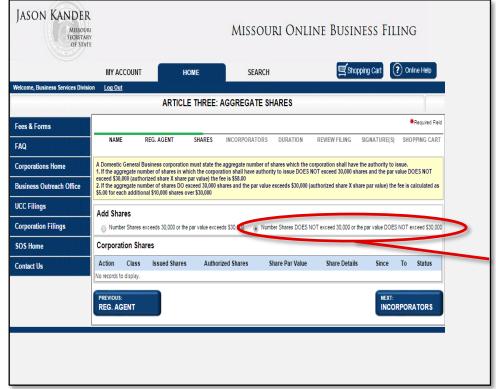
Click "SHARES" to continue.



Determine the distribution of authorized shares.

Determining the details and distribution of shares and the initial value of a corporation very important aspect in the formation of this type of entity.

The Secretary of State's office strongly encourages seeking the advice of legal and/or financial professionals.



#### Step 11(a)

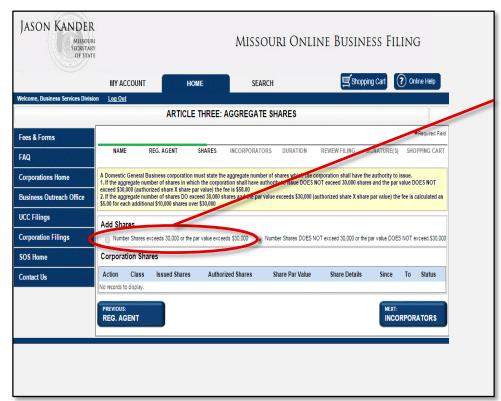
A domestic general business corporation must state the aggregate number of shares the corporation shall have the authority to issue.

The number of shares and the amount of authorized capital are used to determine the incorporation fee paid in Step 22.

If aggregate number of shares to be issued DOES NOT exceed 30,000 or the par value DOES NOT exceed \$30,000, click the second option under "Add Shares".

Refer to RSMo 351.055.1 for more information.

To continue, click "INCORPORATORS" and move to Step 12.

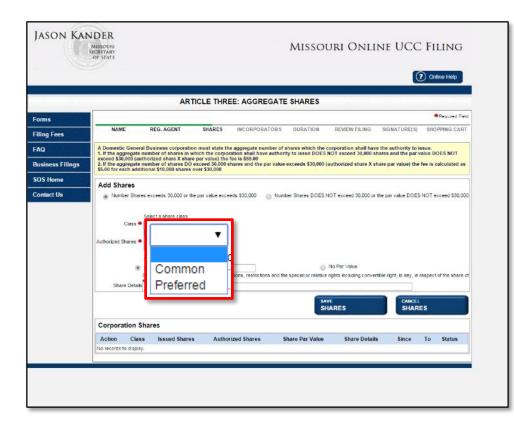


# Step 11(b)

If aggregate number of shares to be issued exceeds 30,000 shares or par value exceeds \$30,000, click the first option under "Add Shares".

Choosing "Number Shares exceeds 30,000 or the par value exceeds \$30,000" will open several more fields for completion.

Refer to RSMo 351.055.1 for more information.



# Step 11(c)

Define and add the authorized shares.

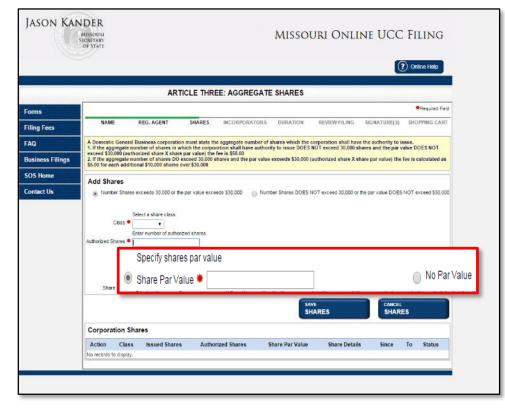
In the "Class" field, choose "Common" or "Preferred" from the dropdown.



# Step 11(d)

In the "Authorized Shares" field, input the number of shares of the class chosen above.

Example: If the number of authorized shares of common stock for the corporation is 40,000, you would choose "Common" for the class and type "40,000" in "Authorized Shares

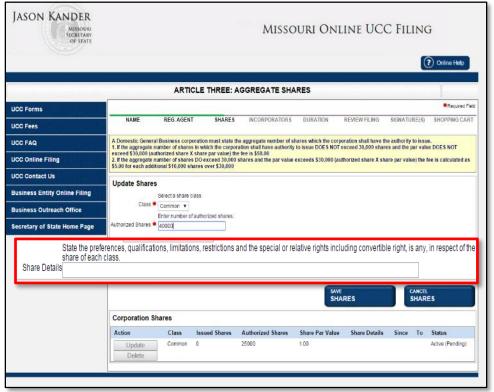


#### Step 11(e)

Indicate the par value of each share of the class of stock. If the shares will have no par value, choose "No Par Value".

**Note:** If the authorized shares are to have no par value, a notional value of \$1.00 will be assigned solely for the purpose of assessing the incorporation fee. This assigned value has no impact on the actual value of the corporation.

See RSMo 351.065.1 for more information.



#### **Step 11(f)**

You may also indicate any preferences, qualifications, limitations, and special or relative rights associated with the class of shares.

Once this information has been added, click "SAVE SHARES".

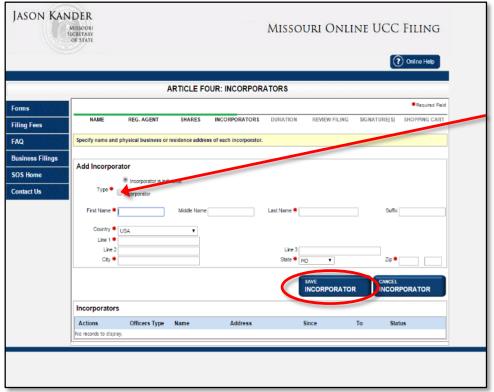


#### Step 11(g)

When all of the information for the class of shares has been entered and saved, you will have the option to continue with another class of shares (Again, the choices are Common or Preferred stock).

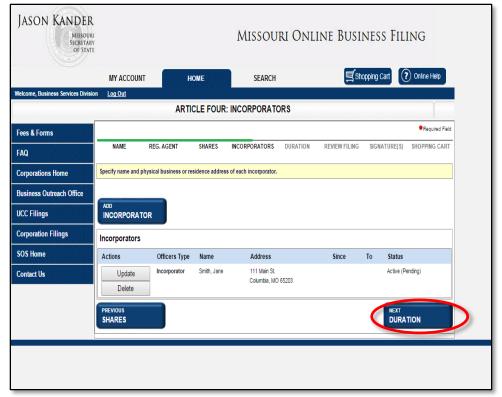
If you need to add another class of shares, click "ADD SHARES" and complete the procedures outlined in Steps 11(b) - 11(g).

Once all information for each class of shares has been added, click "INCOR-PORATORS" to continue.



Next to "Type" check the box before "Incorporator".

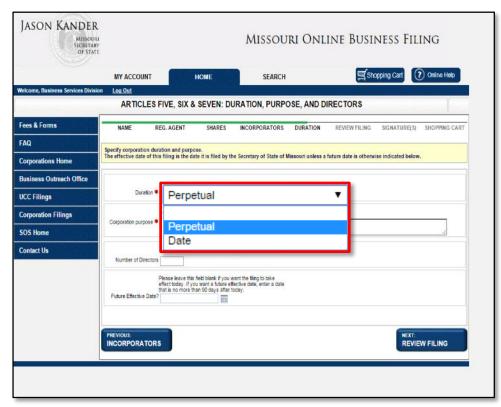
Complete all appropriate fields and click "SAVE INCORPORATOR" to continue.



#### Step 13

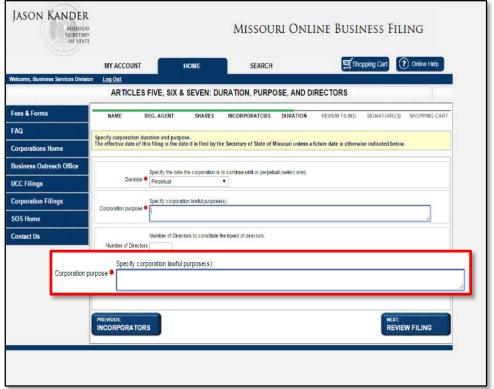
Review the incorporator's information for accuracy. To make changes, click "Update". To erase the incorporator and start over, click "Delete".

Click "DURATION" to continue.



From the "Duration" dropdown menu, choose the duration of the business. Duration indicates how long the business will operate until it dissolves.

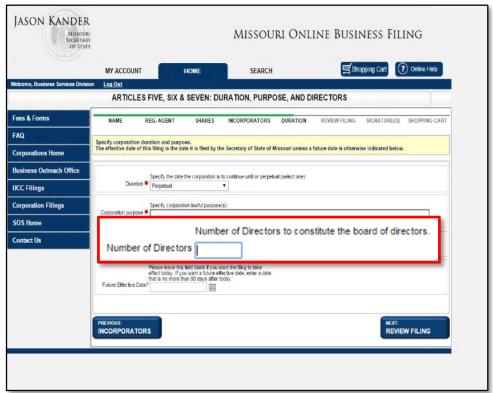
- Perpetual: the business will continue to exist until it is actively dissolved.
- Date: the business will dissolve upon a specified date. If you choose this option, you will be prompted to choose a date from a calendar.



#### Step 15

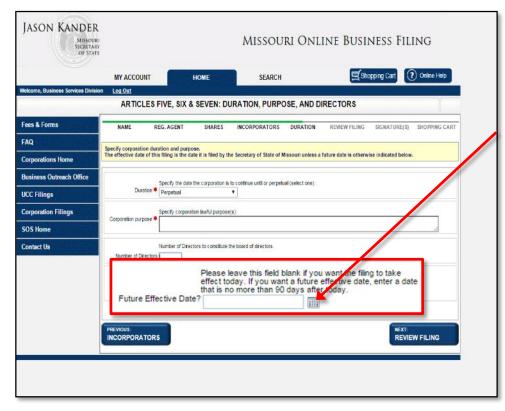
Specify a purpose for which the corporation shall be organized.

You may list a specific purpose directly related to your company's business or endeavor. You may supplement that with, or solely state, that the company's business is to transact any or all lawful business for which a general business corporation may be organized under Missouri law.



# Step 16 (Optional)

All general for-profit businesses are required to have a board of directors. You have the option to indicate the number here.



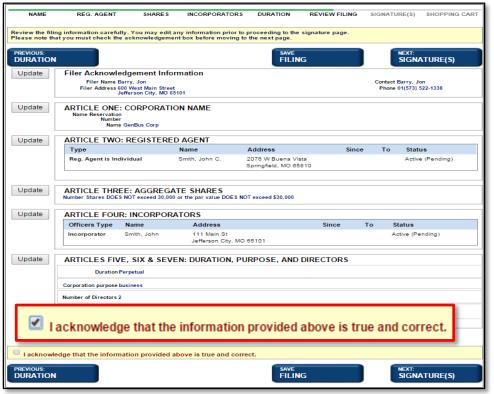
#### Step 17

If you don't want the filing to take effect today, you will need to indicate a future effective date.

Click on the calendar icon and choose a future date.

If you do want the filing to take effect today, leave this field blank.

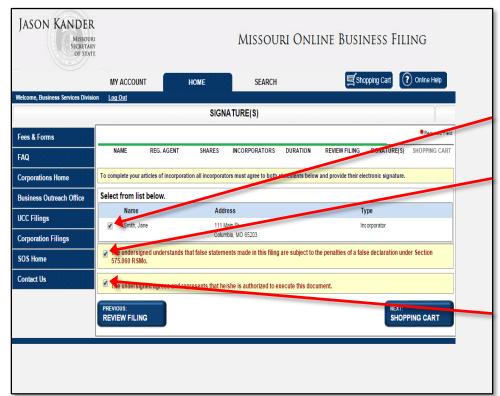
To continue, click "REVIEW FILING".



Review all information for accuracy. To make changes to a particular section, click the "Update" button next to that section.

Check the box at the bottom that says "I acknowledge that the information provided above is true and correct".

You may click "SAVE FILING" to save your filing and return to it later, or you may click "SIGNA-TURE(S)" to continue.

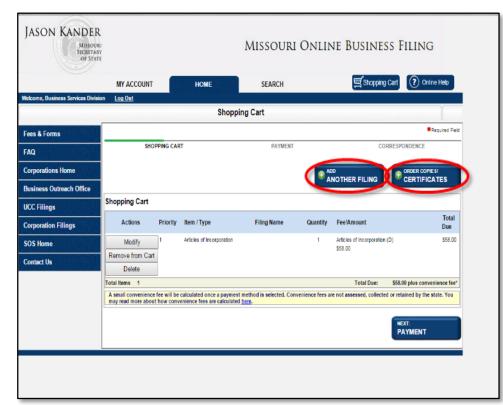


#### Step 19

It is the responsibility of the incorporators to sign the articles of incorporation.

- To sign, ensure that the box next to the incorporator's name is checked.
- Check the box stating "The undersigned understands that false statements made in this filing are subject to the penalties of a false declaration under section 575.060 RSMo".
- Check the box stating "The undersigned agrees and represents that he/she is authorized to execute this document".

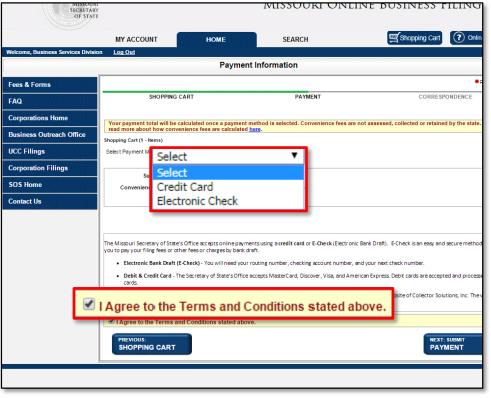
To continue, click "SHOPPING CART."



In your shopping cart you should see the Articles of Incorporation.

If you need to add another filing or order copies/certificates, you may click the boxes at the top.

• If you are ready to move onto the payment step, click "PAYMENT."



#### Step 21(a)

Select a payment method from the drop down menu.

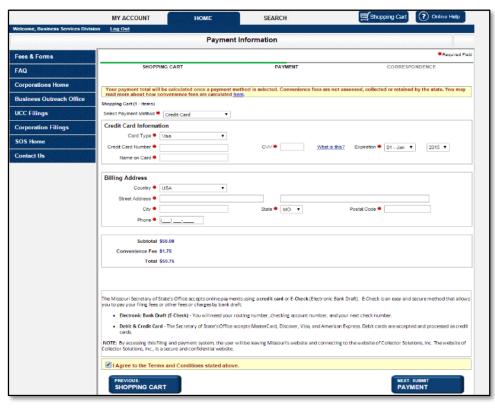
The options are Credit Card or Electronic Check.

You will be charged a small convenience fee for using a Credit Card or Electronic Check.

If you would like to pay through ACH, please contact our office at 1-866-**223-6535** or

corporations@sos.mo.gov

Click "Submit Payment" to continue.

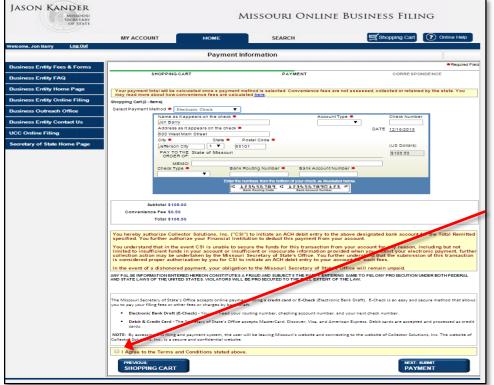


# Step 21(b)

To pay with a credit card, complete all applicable fields.

You will be charged a small convenience fee. The fee is based on the amount of the transaction.

Click the box indicating you agree to the terms and conditions and click "SUBMIT PAYMENT" to continue.

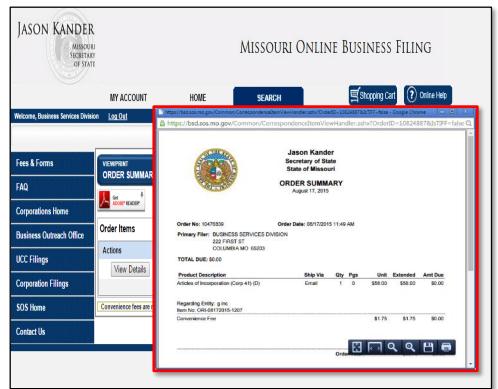


#### Step 21(c)

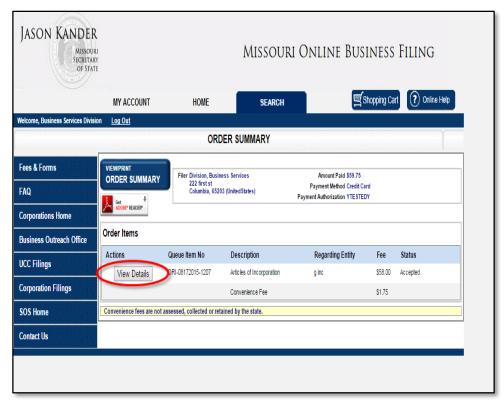
To pay with an electronic check, complete the applicable information.

You will be charged a \$.50 convenience fee for using an Electronic Check.

Click the box indicating you agree to the terms and conditions and click "SUBMIT PAYMENT" to continue.

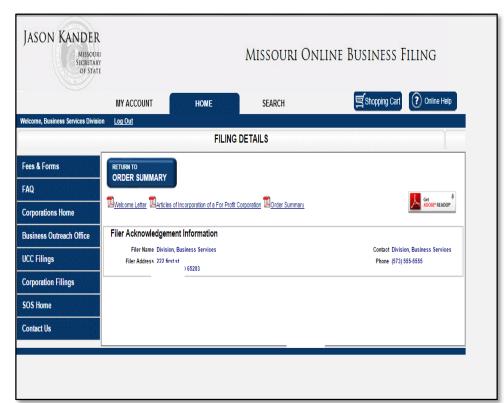


After you submit your payment, click "VIEW/PRINT ORDER SUMMARY" to view a printable pdf of your order summary.



### Step 23

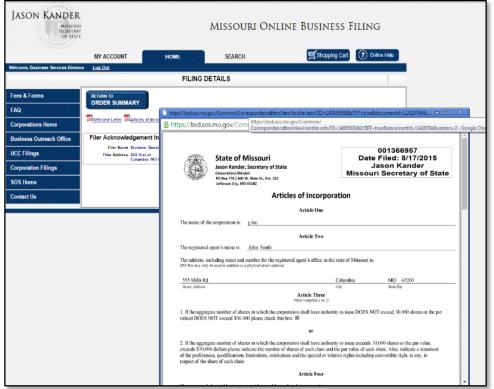
You may click "View Details" to view both the Articles of Incorporation and the Order Summary.



# Step 24(a)

After selecting "View Details", you will see 3 separate pdf files: the Articles of Incorporation, the order summary, and the welcome letter.

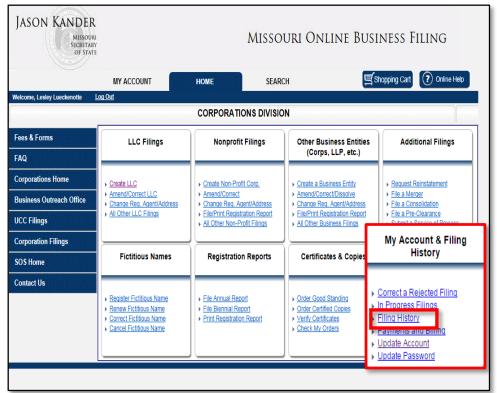
Click on any one of the pdfs to view and print them (example in Step 24(b)).



#### Step 24(b)

After clicking on one of the files, it will bring up a pdf in the browser.

- If you mouse over the pdf, a menu will appear with a print icon and a save icon. This will look different depending on what browser you are using.
- You may save your file to your computer or print it.



# Step 25 (Optional)

If in the future you need to go back and print or view your filed documents again, you may do so by going to the "My Account & Filing History" box from the "Home" page and clicking "Filing History."

# **Additional Reporting Requirements:**

Do for-profit corporations have to renew? Yes.

Do for-profit corporations have to file Annual Registration Reports?

Yes. For your convenience, we have created a guide to filing the Annual Registration Report online.

What are the other reporting requirements for for-profit corporations?

General for-profit businesses must amend any changes to their articles and report any changes to their registered agents.

Please call 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

# **Resources for Entrepreneurs and Business Owners**

Below are just a few links to the resources available to you when starting and growing a business in Missouri. Take some time to review these sites and take advantage of the many opportunities available to you.



# www.ded.mo.gov

The Missouri Department of Economic Development has numerous resources for new and existing businesses. You can find a comprehensive list of all state business assistance programs and incentives at https://ded.mo.gov/businesses/BusinessAssistance.aspx



# www.business.mo.gov

The Missouri Business Portal offers many resources to help businesses of all sizes and in all industries start, grow and manage their businesses. You can find educational resources about entrepreneurship to listings of hundreds of available shovel-ready sites and development properties.



# www.mosourcelink.com

Focused on helping businesses and nonprofits in the startup and growth phases of their life cycle, MOSourceLink brings together resources from across the state. You can find information about how to evaluate your business idea: http://www.mosourcelink.com/startup/evaluate-your-idea and help finding free business counselors in your area using TheResourceNavigator: http://www.mosourcelink.com/startup/meet-with-a-counselor, http://www.mosourcelink.com/resources/find-a-resource